1308708



SEC 1972 Potential persons who are to respond to the collection of information contained in this form (6-02) respond unless the form displays a currently valid OMB control number.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice. UNITED STATES OMB APPROVAL SECURITIES AND EXCHANGE COMMISSION OMB Number: 3235-0076 Washington, D.C. 20549 Expires: May 31, 2005 Estimated average burden hours per response... 1 FORM D NOTICE OF SALE OF SECURITIES SEC USE ONLY PURSUANT TO REGULATION D, Prefix Serial SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION DATE RECEIVED HEARTLAND-PRAIRIE FIRE NO.2, GP Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Filing Under (Check box(es) that [] Section 4(6) []ULOE [] Rule 504 [] Rule 505 [X] Rule 506 apply): Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) HEARTLAND-PRAIRIE FIRE NO. 2, GP FINANCIAL Telephone Number (Including Address of Executive Offices (Number and Street, City, State, Zip Code) Area Code) 942 SEARCY WAYS, BOWLING GREEN, KENTUCKY, 42103 877 304 1040 Telephone Number (Including Address of Principal Business Operations (Number and Street, City, State, Zip Code) Area Code) (if different from Executive Offices) Brief Description of Business DRILLING OF TWO (2) WELLS IN TEXAS Type of Business Organization [] corporation [] limited partnership, already formed [X] other (please specify): GENERAL PARTNERSHIP [] business trust [] limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: [5] [2004]] [X] Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [KY][]



A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[X]	General and/or Managing Partner
Full Name (Last name first, HEARTLAND ENERGY INC						
Business or Residence Add 942 SEARCY WAY, BOWL			Code)			
Check Box(es) that Apply:	[X] Promoter	[X] Beneficial Owner	[X] Executive Officer	[X] Directo	or []	General and/or Managing Partner
Full Name (Last name first,	if individual)					
MARK HAYNES Business or Residence Add 942 SEARCY WAY, BOWL			Code)			
Check Box(es) that Apply:	[X] Promoter	[X] Beneficial Owner	[X] Executive Officer	[X] Director	[X]	General and/or Managing Partner
Full Name (Last name first, DAVID STEWART	if individual)					
Business or Residence Add 942 SEARCY WAY, BOWL			Code)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last name first,	if individual)	Hilling has an 170 his action against a feat an action and the second action as a second 470 his action and the second action as a second action action as a second action action as a second action acti		······································		······································
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)	***************************************		***************************************
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director		General and/or Managing Partner
Full Name (Last name first,	if individual)	et e en e				· ········
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)			***************************************
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[]	General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

***************************************				B. INI	ORMATIO	ON ABOU	T OFFERII	NG			
1. Has t	he issuer	sold, or d	oes the is:	suer intend	d to sell, to	non-accre	edited inve	stors in this	offering?		
				Angwar	aleo in An	nondiy Co	lump 2 if f	iling under	III OE		
2. What	is the mi	nimum inv	estment th				•	•			
					•	-					
3. Does	the offeri	ing permit	joint owne	ership of a	single uni	t?					
commis person states, l	sion or si to be liste ist the na	milar remued is an as me of the	ineration f sociated p broker or	or solicitat erson or a dealer. If r	ion of pure agent of a l nore than	chasers in broker or c five (5) per	connection lealer regis	with sales tered with listed are	directly or of securition the SEC ar associated	es in the nd/or with	offering. If a a a state or
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						Solicit Pu	rchasers				
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	C.	OFFERIN	IG PRICE	, NUMBE	R OF INVE	STORS, I	XPENSE	S AND US	E OF PRO	CEEDS		
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Ot	ther (Spec Total	Answe	er also in A	Appendix,	Column 3,	if filing un	der ULOE.					
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securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is

not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees

Printing and Engraving Costs

Legal Fees

Accounting Fees

Engineering Fees

[IL]

[MT]

[IN]

[NE]

[IA]

[NV]

[KS]

[NH]

[KY]

[NJ]

[LA]

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[X]\$6,000

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[] \$___

[MO]

[PA]

Sales Commissions (specify finders' fees separately) Other Expenses (identify) MISCELLANEOUS Total		[]\$ [X]\$2,000 [X]\$10,000
b. Enter the difference between the aggregate offering price given in response spenses furnished in response to Part C - Question 4.a. This difference is issuer."	s the "adjusted gross procee used or proposed to be used in, furnish an estimate and nust equal the adjusted gros	ds to the \$1,328,600
		Payments to Officers, Payments Directors, & To Affiliates Others
Salaries and fees		[]\$
Purchase of real estate		[]\$[]
Purchase, rental or leasing and installation of machinery and equipment		[]\$[]
Construction or leasing of plant buildings and facilities		[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		[]\$
Repayment of indebtedness		[]\$
Working capital		[]\$
Other (specify):DRILLING COSTS AND COMPLETION COSTS		3
		[X] <u>\$1,328,600</u> \$
		[]\$\$
Column Totals		[] \$1,328,600\$
Total Payments Listed (column totals added)		\$1,328,600
D. FEDERAL SIGNATURI		
The issuer has duly caused this notice to be signed by the undersigned du Rule 505, the following signature constitutes an undertaking by the issuer Commission, upon written request of its staff, the information furnished by pursuant to paragraph (b)(2) of Rule 502.	to furnish to the U.S. Securi	ties and Exchange
Issuer (Print or Type)	Signature \(\int \)	Date 4-3-04
HEARTLAND-PRAIRIE FIRE NO. 2, GP	Title of Sizes (Dilate	14/11/ 16/- 1-01
Name of Signer (Print or Type)	Title of Signer (Print of	impe)
MARK HAYNES	PRESIDENT	

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

.....

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Man Date
HEARTLAND-PRAIRIE FIRE NO. 2, GP	1/3-04
Name of Signer (Print or Type)	Title (Print or Type)
MARK HAYNES	PRESIDENT

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

***************************************	2 3 4														
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	a	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-!tem 1)										
State	Yes No		Yes No		Yes No		Yes No		GENERAL PARTNERSHIP \$1,338,600	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL															
AK															
AZ															
AR	X	1	"	-1-	53,544										
CA									I						
CO						1									
СТ		<u> </u>													
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http://www.sec.gov/divisions/corpfin/forms/formd.htm